

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

MPM SILICONES, LLC, *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 14-22503 (RDD)

Confirmed

U.S. BANK NATIONAL ASSOCIATION,
AS INDENTURE TRUSTEE,

Plaintiff/Appellant,

v.

WILMINGTON SAVINGS FUND
SOCIETY, FSB, AS INDENTURE
TRUSTEE; MOMENTIVE PERFORMANCE
MATERIALS INC.; JUNIPER BOND
HOLDINGS I LLC; JUNIPER BOND
HOLDINGS II LLC; JUNIPER BOND
HOLDINGS III LLC; JUNIPER BOND
HOLDINGS IV LLC; MOMENTIVE
PERFORMANCE MATERIALS CHINA
SPV INC.; MOMENTIVE PERFORMANCE
MATERIALS HOLDINGS INC.;
MOMENTIVE PERFORMANCE
MATERIALS QUARTZ, INC.;
MOMENTIVE PERFORMANCE
MATERIALS SOUTH AMERICA INC.;
MOMENTIVE PERFORMANCE
MATERIALS USA INC.; MOMENTIVE
PERFORMANCE MATERIALS
WORLDWIDE INC.; AND MPM
SILICONES, LLC,

Case No. 14-7471 (VB) & 14-7472 (VB)

Defendants/Appellees.

¹ The Reorganized Debtors and the last four digits of their taxpayer identification numbers (in parentheses) are: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) Momentive Performance Materials Holdings Inc. (8246); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); (xi) Momentive Performance Materials Worldwide Inc. (8357); and (xii) MPM Silicones, LLC (5481). The Reorganized Debtors' executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.

BOKF, NA, solely as Trustee for the MPM
Escrow LLC and MPM Finance Escrow Corp.
8.875% First Priority Senior Secured Notes
due 2020; WILMINGTON TRUST,
NATIONAL ASSOCIATION, solely as
Trustee for the Momentive Performance
Materials Inc. 10% Senior Secured Notes due
2020,

Appellants,

v.

MOMENTIVE PERFORMANCE
MATERIALS INC., MOMENTIVE
PERFORMANCE MATERIALS
WORLDWIDE INC., MOMENTIVE
PERFORMANCE MATERIALS USA INC.,
JUNIPER BOND HOLDINGS I LLC,
JUNIPER BOND HOLDINGS II LLC,
JUNIPER BOND HOLDINGS III LLC,
JUNIPER BOND HOLDINGS IV LLC,
MOMENTIVE PERFORMANCE
MATERIALS QUARTZ, INC., MPM
SILICONES, LLC, MOMENTIVE
PERFORMANCE MATERIALS SOUTH
AMERICA INC., MOMENTIVE
PERFORMANCE MATERIALS CHINA
SPV INC.,

Appellees.

Case No. 14-7492 (VB)

**JOINDER OF AD HOC COMMITTEE OF SECOND LIEN NOTEHOLDERS IN
MOTION OF REORGANIZED DEBTORS TO DISMISS APPEALS OF
U.S. BANK, BOKF, NA AND WILMINGTON TRUST, N.A. AS EQUITABLY MOOT**

The ad hoc committee of the holders of MPM's Second Lien Notes² hereby joins
in the *Motion of the Reorganized Debtors to Dismiss Appeals of U.S. Bank, BOKF, NA and
Wilmington Trust, N.A. as Equitably Moot* (the "Motion") [Docket No. 18].

² The current members of the ad hoc committee are listed in the Verified Statement Pursuant to Fed. R. Bankr. P. 2019 filed on May 13, 2014 by Milbank, Tweed Hadley & McCloy LLP in the Reorganized

As explained, and for all the reasons set forth, in the Motion, now that the Plan has been substantially consummated and numerous third parties have relied on the finality of the myriad transactions that have taken place to accomplish the effectiveness of the Plan, granting the relief requested in either Appeal would be grossly inequitable. Accordingly, each Appeal must be dismissed as equitably moot.

Dated: New York, New York
November 11, 2014

MILBANK, TWEED, HADLEY & M^cCLOY LLP

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Noteholders*

Debtors' chapter 11 cases [Bankr. Dkt. No. 179]. Immediately prior to the Effective Date, such members, together with Apollo, held approximately 90% of MPM's Second Lien Notes.